DUGINSKI MICHAEL

Form 4

March 18, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB

5. Relationship of Reporting Person(s) to

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

	MICHAEL	ung Ferson _	Symbol	PETROL				Issuer (Check all applicable)			
	(First) Y PETROLE V, 1999 BRO		3. Date of (Month/D 03/16/20	•	insaction			Director Officer (gibelow)	109	% Owner her (specify	
DENVER, ((Street)			ndment, Dat th/Day/Year)				Applicable Line) _X_ Form filed by	Joint/Group Fili y One Reporting Portion on	erson	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any	eemed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	l (A) of (D) 4 and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock								20,042	D		
Class A Common Stock	03/16/2010			J	41 (17)	A	\$ 0	10,717	I	Held in 401(k) Plan	
Reminder: Rep	oort on a separate	e line for each	class of secur	rities benefi	Persor inform require	ns wh ation ed to	o resp contai	indirectly. ond to the collegined in this form	n are not	SEC 1474 (9-02)	

displays a currently valid OMB control

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		Secu	vatives rities uired ispos	e (A) ed of	6. Date Exercisabl Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code	V	(A	A)	(D)	Date Exercisable	Expiration Date	Title
Nonstatutory Stock Option 2-1-02	\$ 7.445						-,	(-)	02/01/2003	02/01/2012	Class A Common Stock
Nonstatutory Stock Option 12-6-02	\$ 8.25								12/06/2003	12/06/2012	Class A Common Stock
Nonstatutory Stock Option 12-05-03	\$ 9.97								12/05/2004	12/05/2013	Class A Common Stock
Nonstatutory Stock Option 11-23-04	\$ 21.58								11/23/2005	11/23/2014	Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645								12/15/2006	12/15/2015	Class A Common Stock
Nonstatutory Stock Option 12-15-06	\$ 32.565								12/15/2007	12/14/2016	Class A Common Stock
2006 Restricted Stock Units (1)	\$ 0 (2)								12/15/2007(3)	12/14/2016 <u>(4)</u>	Class A Common Stock
2007 Restricted Stock Unit (5)	\$ 0 (6)								12/14/2008(7)	12/13/2017(8)	Class A Common Stock
NSO 2007	\$ 43.61								12/14/2008	12/13/2017	Class A Common Stock
2008 Restricted Stock Units	\$ 0 (10)								12/12/2009(11)	12/11/2018(12)	Class A Common Stock

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(*)							
2009 Restricted Stock Units	\$ 0				12/11/2010	12/11/2019	Class A Common Stock
Perf Based RSUs 3-16-10 (13)	\$ 0 (14)	03/16/2010	A	18,776 (15)	12/31/2012(16)	12/31/2012	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DUGINSKI MICHAEL C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202

Exec. VP & COO

Signatures

(9)

Kenneth A Olson under POA for Michael Duginski

03/18/2010 Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1 for 1
- (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (3) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (4) The restricted stock units vests in four equal annual installments beginning December 15, 2007. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
- (**5**) 1 for 1
- (6) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (7) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- (8) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- (**9**) 1 for 1
- (10) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
- (11) The RSU granted vest 25% per year beginning one year after grant but the receipt of shares are subject to a deferral period which is generally at least four years from grant date as per the deferral election.
- (12) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

(13) 1 for 1

Reporting Owners 3

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- (14) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (15) Per the Agreement this is the maximum number of performance based RSUs that may be received if all performance factors are achieved as outlined in the Form 8-K dated March 18, 2010.
- (16) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock if certain pre-established performance factors, as set forth in the Company's Form 8-K dated March 18, 2010, are met.
- (17) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.